

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

IN RE FIDELITY ERISA
FLOAT LITIGATION

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) Civil Action No. 13-10222-DJC
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ORAL ARGUMENT REQUESTED

**DEFENDANTS' MOTION TO DISMISS PLAINTIFFS'
SECOND AMENDED CONSOLIDATED COMPLAINT**

Defendants FMR LLC, Fidelity Management Trust Company, Fidelity Management and Research Company, and Fidelity Investments Institutional Operations Company, Inc. (collectively, "Defendants") hereby move to dismiss the Second Amended Consolidated Complaint filed by Plaintiffs in this action (the "Complaint"). For the reasons stated in the accompanying Memorandum of Law, the Complaint should be dismissed in its entirety and with prejudice under Rule 12(b)(1) and Rule 12(b)(6) of the Federal Rules of Civil Procedure for lack of standing and failure to state a claim upon which relief can be granted.

WHEREFORE, Defendants respectfully request dismissal of the Complaint.

REQUEST FOR ORAL ARGUMENT

Pursuant to Local Rule 7.1(d), Defendants request a hearing on this Motion. Defendants submit that a hearing shall assist the Court in its consideration and resolution of the issues presented herein.

Dated: October 3, 2014

Respectfully Submitted,

FIDELITY MANAGEMENT
TRUST COMPANY, FIDELITY MANAGEMENT
AND RESEARCH COMPANY, AND FIDELITY
INVESTMENTS INSTITUTIONAL
OPERATIONS COMPANY, INC.

By their attorneys,

/s/ Alison V. Douglass

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CERTIFICATE OF SERVICE

I, Alison V. Douglass, hereby certify that the parties have conferred regarding the relief requested in this motion, and Plaintiffs do not assent to the filing of the motion or to the relief sought herein.

I, Alison V. Douglass, hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on October 3, 2014.

/s/ Alison V. Douglass